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April 30, 2008

RECORDATION NO.

19477-M

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

Ms. Anne K. Quinlan  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

APR 30 '08

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**SURFACE TRANSPORTATION BOARD**

Re: Union Pacific Railroad Company  
Termination of Trust Indenture and Security Agreement (SPT 1995-D)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Termination of Trust Indenture and Security Agreement (SPT 1995-D) dated as of April 30, 2008, between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company), as owner trustee (the "Owner Trustee"), and Wells Fargo Bank Northwest, N.A. (successor-in-interest to U.S. Bank National Association, the successor-in-interest to The First National Bank of Boston), as indenture trustee (the "Indenture Trustee").

The enclosed document relates to the Trust Indenture and Security Agreement (SPT 1995-D) dated as of June 15, 1995, between the Owner Trustee and the Indenture Trustee which was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 21, 1995 at 10:00 A.M. under recordation number 19477-A.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: U.S. Bank National Association  
One Federal Street, 3rd Floor  
Boston, Massachusetts 02110  
Attention: Corporate Trust Services (SPT 1995-D)

Indenture Trustee: Wells Fargo Bank Northwest, N.A.  
299 South Main Street, 12th Floor  
MAC: U1228-120  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Department (SPT 1995-D)

CHAPMAN AND CUTLER LLP

The equipment covered consists of all railroad equipment previously on file and subject to the Trust Indenture and Security Agreement, as the same may have been supplemented, modified or amended.

A short summary of the document to appear in the index follows:

Termination of Trust Indenture and Security Agreement (SPT 1995-D).

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson  
Michael D. Robson

Enclosures

APR 30 '08

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**TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT  
(SPT 1995-D)****SURFACE TRANSPORTATION BOARD**

THIS TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT (SPT 1995-D) is made and entered into as of April 30, 2008 by and between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company), a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and Wells Fargo Bank Northwest, N.A. (successor-in-interest to U.S. Bank National Association, the successor-in-interest to The First National Bank of Boston), a national banking association, as Indenture Trustee ("*Indenture Trustee*").

1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (SPT 1995-D) dated as of June 15, 1995 (as amended, supplemented or modified to date, the "*Indenture*") by which the Owner Trustee granted a security interest in certain railroad equipment to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. The Indenture was duly recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 21, 1995 at 10:00 A.M. under recordation number 19477-A. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. The Indenture is terminated effective as of the date hereof with respect to the units of railroad equipment subject thereto.

3. This Termination of Trust Indenture and Security Agreement shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive this termination.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By   
Name: **EARL W. DENNISON JR.**  
Title: **VICE PRESIDENT**

Executed on this 11<sup>th</sup> day of April, 2008.

WELLS FARGO BANK NORTHWEST, N.A., as Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of April, 2008.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of April, 2008.

WELLS FARGO BANK NORTHWEST, N.A., as  
Indenture Trustee

By H. Russell Hettinger  
Name: H. Russell Hettinger  
Title: Vice President

Executed on this 16<sup>th</sup> day of April, 2008.

COMMONWEALTH OF MASSACHUSETTS)

) SS:

COUNTY OF SUFFOLK )

On this, the 11<sup>th</sup> day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared EARL W. DENNISON JR., who being by me duly sworn, says that (s)he is the VICE PRESIDENT of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on April 11, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

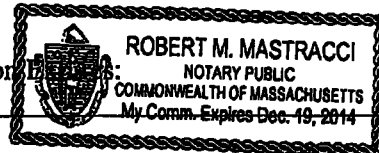


Name:

Notary Public

My Commission Expires:

Residing in



(SEAL)

STATE OF UTAH )

) SS.:

COUNTY OF SALT LAKE )

On this, the \_\_\_\_ day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on April \_\_\_\_, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:

Notary Public

My Commission Expires:

Residing in

(SEAL)

COMMONWEALTH OF MASSACHUSETTS)

) SS:

COUNTY OF SUFFOLK )

On this, the \_\_\_\_\_ day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on April \_\_\_\_, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:

Notary Public

My Commission Expires:

Residing in \_\_\_\_\_

(SEAL)

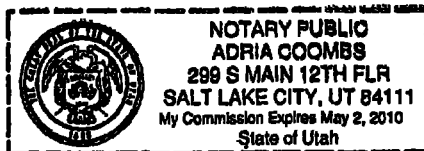
STATE OF UTAH )

) SS.:

COUNTY OF SALT LAKE )

On this, the 16<sup>th</sup> day of April, 2008, before me, a Notary Public in and for said County and State, personally appeared H. Russell Hettinger, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on April 16, 2008 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Adria Coombs  
Name:

Notary Public

My Commission Expires:

Residing in \_\_\_\_\_

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/30/08



\_\_\_\_\_  
Robert W. Alvord